

**Thomas M. Kennedy (TK-0993)**  
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**New York, NY 10003**  
**(212) 358-1500**

**Hearing Date::**  
**June 29, 2006**  
**10:00 a.m.**

*- and -*

**Hanan B. Kolko (HBK-1307)**  
**MEYER, SUOZZI, ENGLISH & KLEIN, P.C.**  
**1350 Broadway, Suite 501**  
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**Attorneys for International Union of Electronic,  
 Electrical, Salaried, Machine and Furniture Workers,  
 Communications Workers of America (IUE-CWA)**

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	)	
	)	<b>Chapter 11</b>
<b>In re DELPHI CORPORATION, et al.,</b>	)	
	)	<b>05-44481 (RDD)</b>
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>
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**RESPONSE OF IUE-CWA IN SUPPORT OF DEBTORS' MOTION  
 FOR APPROVAL OF IUE-CWA SPECIAL ATTRITION PROGRAM**

International Union of Electronic, Electrical, Technical, Salaried and Machine Workers -  
 Communication Workers of America, AFL-CIO ("IUE-CWA") responds in support of the  
 Debtors' Request for approval of the IUE-CWA Special Attrition Program in their Motion for  
 Order under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 Approving (I) Supplement to UAW  
 Special Attrition Program, and (II) IUE-CWA Special Attrition Program ("Hourly Special

Attrition Programs Motion No. 2") and states as follows:

1. In complex and sometimes difficult discussions over the past several weeks, the IUE-CWA, on behalf of approximately 8,500 Delphi hourly employees for which it is the authorized collective bargaining representative, General Motors ("GM") and Delphi reached agreement on the IUE-CWA-GM-Delphi Special Attrition Program ("IUE-CWA Special Attrition Program") described in the Hourly Special Attrition Programs Motion No. 2. Through the IUE-CWA Special Attrition Program, eligible IUE-CWA-represented Delphi hourly employees will have incentivized opportunities to take voluntary retirements from Delphi. The program also provides lump sum buyouts for employees who sever all ties with Delphi and GM except vested pension benefits, an aspect of the program which will contribute to improved financial results for Delphi on a current and going forward basis.

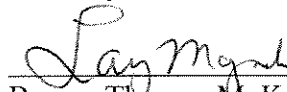
2. The IUE-CWA support Delphi's request for Court approval of the IUE-CWA Special Attrition Program. In addition to providing the above-mentioned retirement and buyout opportunities, the IUE-CWA Special Attrition Program affords protections to individuals electing retirement options contained therein. For example, through protections provided under Paragraphs 1(b)(iv), and 3(b) and (d), the Agreement addresses concerns with respect to wage and benefits levels for employees voluntarily opting for placement in the special pre-retirement program. Given the uncertainty surrounding any potential Section 1113/1114 relief sought by the Debtors, these provisions were of paramount concern to the IUE-CWA and it would not have entered in to the IUE-CWA Special Attrition Program Agreement without such protections. Accordingly, during the parties' negotiations the IUE-CWA requested, and the Debtors agreed, that any order approving the IUE-CWA Special Attrition Program would expressly approve such protections.

3. The support of the IUE-CWA for approval of the Hourly Special Attrition Programs Motion No. 2 is not in any way an endorsement of, agreement with, or support for the manner in which Delphi has characterized its collective bargaining agreements with IUE-CWA, or for Delphi's account of labor cost or operational issues in the Motion. A consensual agreement is preferable over a litigation process but IUE-CWA will continue to vigorously defend the Section 1113/1114 Motions pending before the Court.

4. The Hourly Special Attrition Programs Motion No. 2 represents a positive step in the parties' efforts to address challenging issues. IUE-CWA submits that the constructive results achieved in this agreement demonstrate the value of a consensual resolution of difficult and complex matters affecting thousands of hourly employees and their families. Accordingly, for the foregoing reasons, IUE-CWA supports approval of the Hourly Special Attrition Programs Motion No. 2.

Dated: June 27, 2006  
New York, NY

KENNEDY, JENNIK & MURRAY, P.C.  
Attorneys for IUE-CWA



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**AFFIDAVIT OF SERVICE**

State of New York       )  
                                      ) ss.:  
County of New York    )

Joan Esposito, being duly sworn, deposes and says that: I am not a party to the action, am over 18 years of age, and reside in Kings County, New York. On June 27, 2006, I served the within Response of IUE-CWA in Support of Debtors' Motion for Approval of IUE-CWA Special Attrition Program, by mailing a copy of each via overnight mail to the following:

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\_\_\_\_\_  
JOAN ESPOSITO

Sworn to before me this  
27th day of June, 2006.

  
\_\_\_\_\_  
Notary Public

LARRY MAGARIK  
NOTARY PUBLIC, State of New York  
No. 02MA5082506  
Qualified in Kings County  
Certificate Filed in Kings County  
Commission Expires July 28, 2009